

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Shah Shurdul</u>  (Last) (First) (Middle) <u>C/O DATADOG, INC.</u> <u>620 8TH AVENUE, 45TH FLOOR</u>  (Street) <u>NEW YORK NY 10018</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>09/18/2019</u>	3. Issuer Name and Ticker or Trading Symbol <u>Datadog, Inc. [ DDOG ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

## Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	853,776 <sup>(1)(2)</sup>	I	See footnote <sup>(3)</sup>
Common Stock	13,002 <sup>(1)(2)</sup>	I	See footnote <sup>(4)</sup>

Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series Seed Preferred Stock	(1)	(1)	See footnotes <sup>(1)(2)</sup>	2,897,346	(1)	I	See footnote <sup>(3)</sup>
Series B Preferred Stock	(1)	(1)	See footnotes <sup>(1)(2)</sup>	221,328	(1)	I	See footnote <sup>(3)</sup>
Series C Preferred Stock	(1)	(1)	See footnotes <sup>(1)(2)</sup>	835,680	(1)	I	See footnote <sup>(3)</sup>
Series D Preferred Stock	(1)	(1)	See footnotes <sup>(1)(2)</sup>	8,288,724	(1)	I	See footnote <sup>(3)</sup>
Series A Preferred Stock	(1)	(1)	See footnotes <sup>(1)(2)</sup>	19,356,168	(1)	I	See footnote <sup>(5)</sup>
Series B Preferred Stock	(1)	(1)	See footnotes <sup>(1)(2)</sup>	7,259,472	(1)	I	See footnote <sup>(5)</sup>
Series C Preferred Stock	(1)	(1)	See footnotes <sup>(1)(2)</sup>	10,949,568	(1)	I	See footnote <sup>(5)</sup>
Series D Preferred Stock	(1)	(1)	See footnotes <sup>(1)(2)</sup>	1,350,528	(1)	I	See footnote <sup>(5)</sup>
Series A Preferred Stock	(1)	(1)	See footnotes <sup>(1)(2)</sup>	390,708	(1)	I	See footnote <sup>(6)</sup>
Series B Preferred Stock	(1)	(1)	See footnotes <sup>(1)(2)</sup>	146,532	(1)	I	See footnote <sup>(6)</sup>
Series C Preferred Stock	(1)	(1)	See footnotes <sup>(1)(2)</sup>	221,016	(1)	I	See footnote <sup>(6)</sup>
Series D Preferred Stock	(1)	(1)	See footnotes <sup>(1)(2)</sup>	27,264	(1)	I	See footnote <sup>(6)</sup>
Series Seed Preferred Stock	(1)	(1)	See footnotes <sup>(1)(2)</sup>	44,121	(1)	I	See footnote <sup>(4)</sup>
Series A Preferred Stock	(1)	(1)	See footnotes <sup>(1)(2)</sup>	249,960	(1)	I	See footnote <sup>(4)</sup>
Series B Preferred Stock	(1)	(1)	See footnotes <sup>(1)(2)</sup>	97,104	(1)	I	See footnote <sup>(4)</sup>
Series C Preferred Stock	(1)	(1)	See footnotes <sup>(1)(2)</sup>	154,128	(1)	I	See footnote <sup>(4)</sup>
Series D Preferred Stock	(1)	(1)	See footnotes <sup>(1)(2)</sup>	143,652	(1)	I	See footnote <sup>(4)</sup>

## Explanation of Responses:

1. The Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the closing of the Issuer's initial public offering, (1) all shares of Preferred Stock will be automatically converted into shares of Common Stock on a 1:1 basis and (2) all shares of Common Stock shall then be reclassified into one share of Class B Common Stock on a 1:1 basis.

2. After the completion of the Issuer's initial public offering, on any transfer of shares of Class B common stock, whether or not for value, each such transferred share will automatically convert into one share of Class A common stock, except for certain transfers described in the Issuer's amended and restated certificate of incorporation, including transfers for tax and estate planning purposes, so long as the transferring holder continues to hold sole voting and dispositive power with respect to the shares transferred. Additionally, the shares of Class B common stock will convert automatically into Class A common stock, on a 1:1 basis, upon the tenth anniversary of the Issuer's initial public offering.

3. The shares are held by Index Ventures Growth III (Jersey), L.P. ("Index Growth III"). Index Venture Growth Associates III Limited ("IVGA III") is the managing general partner of Index Growth III. The Reporting Person is a partner within the Index Ventures group. Advisors within the Index Ventures group provide advice to each of Index Growth III, Index Ventures VI (Jersey) L.P. ("Index VI"), and Index Ventures VI Parallel Entrepreneur Fund (Jersey), L.P. ("Index VI Parallel") and together with Index Growth III and Index VI, the "Funds"). The Reporting Person disclaims Section 16 beneficial ownership of these securities, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

4. The shares are held by Yucca (Jersey) SLP ("Yucca"). Yucca is the administrator of the Index co-investment vehicles that are contractually required to mirror the relevant Fund's investment in the issuer (in this case, Index Growth III, Index VI and Index VI Parallel). The Reporting Person disclaims Section 16 beneficial ownership of such shares except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that such shares are beneficially owned by him for Section 16 or any other purpose.

5. The shares are held by Index VI. Index Venture Associates VI Limited ("IVA VI") is the managing general partner of Index VI. The Reporting Person disclaims Section 16 beneficial ownership of such shares except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that such shares are beneficially owned by him for Section 16 or any other purpose.

6. The shares are held by Index VI Parallel. IVA VI is the managing general partner of Index VI Parallel. The Reporting Person disclaims Section 16 beneficial ownership of these securities, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

**Remarks:**

Shardul Shah, by /s/ Ron A.  
Metzger, Attorney-in-Fact

09/18/2019

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Kerry Acocella of Datadog, Inc. and Jodie M. Bourdet, Alison Haggerty, Nicole Brookshire and Ron A. Metzger of Cooley LLP, or any of them signing singly, with full power of substitution, the undersigned's true and lawful attorney in fact to:

(1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID Application to Obtain EDGAR Access Codes and any other forms necessary to generate EDGAR codes on my behalf enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;

(2) execute for and on behalf of the undersigned, in the undersigned's capacity as a director, officer and/or a 10% stockholder of Datadog, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney in fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney in fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney in fact may approve in such attorney in fact's discretion.

The undersigned hereby grants to such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney in fact, or such attorney in fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted.

This Power of Attorney shall remain in full force and effect until either the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company or unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys in fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 22nd day of July, 2019.

/s/ Shardul Shah